



DONELAN CLEARY
WOOD & MASER, P.C.

June 25, 1999

RECORDATION NO.

FILED

JUN 25 '99

2-45 PM

New Recordation No.

Dear Mr. Williams:

On behalf of BancBoston Leasing Inc., I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a primary document, not previously recorded, entitled Memorandum of Railroad Equipment Lease Agreement ("Lease"), entered into as of June 17, 1999.

The parties to the enclosed Lease are:

BancBoston Leasing Inc. - LESSOR
100 Federal Street
Boston, MA 02110

Southdown, Inc. - LESSEE
1200 Smith Street
Houston, TX 77002

The said Lease, among other things, acts to lease the equipment listed in Attachment A to the Lessee by the Lessor.

The equipment covered by the instant Lease is as identified in Attachment A thereto, copy attached.

A short summary of the Lease to appear in the Surface Transportation Board Index is as follows:

"Covers 50, NEW 3,260 Cubic Foot 115 ton Twin Covered Hopper Cars, SDWX numbers."

Enclosed is a check in the amount of twenty six dollars (\$26.00) in payment of the filing fee.

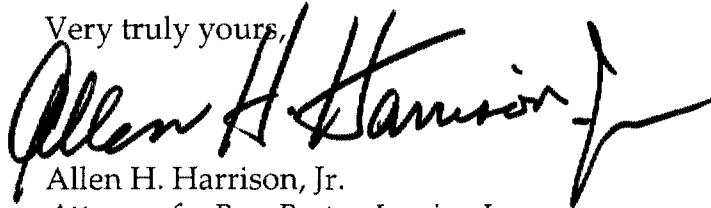
ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, Suite 750, N.W., Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

#6312

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, reading "Allen H. Harrison, Jr.", with a stylized flourish at the end.

Allen H. Harrison, Jr.
*Attorney for BancBoston Leasing Inc.,
for the purpose of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423
Enclosures

BY HAND

8201-020

Attachment A
to
Memorandum of Railroad Equipment Lease

To the Memorandum of Lease dated as of June 17, 1999, between BancBoston Leasing Inc., as Lessor and Southdown, Inc., as Lessee.

Fifty (50) NEW 3,260 Cubic Foot 115 Ton Twin Covered Hopper Cars, with the following standard specifications:

<u>Certificate No.4</u>	<u>Light Weight</u>	<u>Load Limit</u>
SDWX 10278	55100	230900
SDWX 10279	54600	231400
SDWX 10280	55100	230900
SDWX 10281	55000	231000
SDWX 10282	54700	231300
SDWX 10283	54900	231100
SDWX 10290	54600	231400
SDWX 10291	54400	231600
SDWX 10292	54900	231100
SDWX 10293	55100	230900
SDWX 10294	54900	231100
SDWX 10295	54600	231400
SDWX 10296	54900	231100
SDWX 10297	54900	231100
SDWX 10298	54600	231400
SDWX 10299	54900	231100
SDWX 10300	54700	231300
SDWX 10301	54900	231100
SDWX 10302	54600	231400
SDWX 10303	54600	231400
SDWX 10304	54500	231500
SDWX 10305	54900	231100
SDWX 10306	55000	231000
SDWX 10307	54800	231200
SDWX 10308	54800	231200

<u>Certificate No.5</u>	<u>Light Weight</u>	<u>Load Limit</u>
SDWX 10309	54800	231200
SDWX 10310	54900	231100
SDWX 10311	54900	231100
SDWX 10312	55100	230900
SDWX 10313	54800	231200
SDWX 10314	54900	231100
SDWX 10315	54800	231200
SDWX 10316	55000	231000
SDWX 10317	54700	231300
SDWX 10318	55000	231000
SDWX 10319	54500	231500
SDWX 10320	55200	231800

SDWX 10321	54500	231500
SDWX 10322	54400	231600
SDWX 10323	54900	231100
SDWX 10324	54900	231100
SDWX 10325	54900	231100
SDWX 10326	55000	231000
SDWX 10327	55000	231000
SDWX 10328	54900	231100
SDWX 10329	54700	231300
SDWX 10330	55000	231000
SDWX 10331	54700	231300
SDWX 10332	55100	230900
SDWX 10333	55100	230900

The Equipment referenced above is located on the premises of the Lessee at:
1200 Smith Street, Houston, Texas 77002

RECORDATION NO.

FILED

22210

MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT

JUN 25 '99

2-45 PM

THIS MEMORANDUM OF RAILROAD EQUIPMENT LEASE ("Memorandum of Lease") entered into as of this 17th day of June, 1999 is intended to evidence the Equipment Schedule dated as of June 17, 1999, between BancBoston Leasing Inc. as Lessor ("Lessor") and Southdown, Inc. as Lessee ("Lessee") pursuant to that certain Master Lease Finance Agreement dated as of June 13, 1995, between Lessor and Lessee, (the Equipment Schedule and the Master Lease Finance Agreement, collectively, hereinafter referred to as the "Lease"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use **Fifty (50) New 3,260 Cubic Foot 115 Ton Twin Covered Hopper Cars** (together, the "Equipment") as more particularly described on the Attachment A attached hereto and made a part hereof. Lessee is renting from Lessor all of the Equipment at the rental rate and upon the terms and conditions as provided under the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR:

BANCOSTON LEASING INC.

By: Name: ~~ROBIN DORSAN~~ ^{SAWON DRA} GUADAGUOTitle: ~~ASSISTANT VICE PRESIDENT~~Date: JUNE 24, 1999

LESSEE:

SOUTHDOWN, INC.

By: Name: L. CRAIG CARLETONTitle: ASST TREASDate: JUNE 23, 1999

Attachment A
to
Memorandum of Railroad Equipment Lease

To the Memorandum of Lease dated as of June 17, 1999, between BancBoston Leasing Inc., as Lessor and Southdown, Inc., as Lessee.

Fifty (50) NEW 3,260 Cubic Foot 115 Ton Twin Covered Hopper Cars, with the following standard specifications:

<u>Certificate No.4</u>	<u>Light Weight</u>	<u>Load Limit</u>
SDWX 10278	55100	230900
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SDWX 10292	54900	231100
SDWX 10293	55100	230900
SDWX 10294	54900	231100
SDWX 10295	54600	231400
SDWX 10296	54900	231100
SDWX 10297	54900	231100
SDWX 10298	54600	231400
SDWX 10299	54900	231100
SDWX 10300	54700	231300
SDWX 10301	54900	231100
SDWX 10302	54600	231400
SDWX 10303	54600	231400
SDWX 10304	54500	231500
SDWX 10305	54900	231100
SDWX 10306	55000	231000
SDWX 10307	54800	231200
SDWX 10308	54800	231200

<u>Certificate No.5</u>	<u>Light Weight</u>	<u>Load Limit</u>
SDWX 10309	54800	231200
SDWX 10310	54900	231100
SDWX 10311	54900	231100
SDWX 10312	55100	230900
SDWX 10313	54800	231200
SDWX 10314	54900	231100
SDWX 10315	54800	231200
SDWX 10316	55000	231000
SDWX 10317	54700	231300
SDWX 10318	55000	231000
SDWX 10319	54500	231500
SDWX 10320	55200	231800

SDWX 10321	54500	231500
SDWX 10322	54400	231600
SDWX 10323	54900	231100
SDWX 10324	54900	231100
SDWX 10325	54900	231100
SDWX 10326	55000	231000
SDWX 10327	55000	231000
SDWX 10328	54900	231100
SDWX 10329	54700	231300
SDWX 10330	55000	231000
SDWX 10331	54700	231300
SDWX 10332	55100	230900
SDWX 10333	55100	230900

The Equipment referenced above is located on the premises of the Lessee at:
1200 Smith Street, Houston, Texas 77002

STATE OF MASSACHUSETTS)

) SS:

COUNTY OF SUFFOLK)

On this 24th day of June, 1999, before me the subscriber Robin Donora a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared Saundra Guadagno to me personally known, who stated and acknowledged that she is the Assistant Vice President of BancBoston Leasing Inc., a Massachusetts corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in her capacity as such officer to execute and acknowledge this Memorandum of Lease for and in the name and on behalf of said corporation and further stated and acknowledged that she has so signed, executed and delivered this Memorandum of Lease as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal as of this 24th day of June, 1999.

Robin Donora
Notary Signature

12-23-05
My Commission Expires

STATE OF

Texas

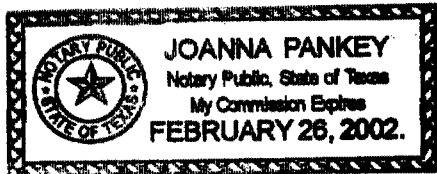
COUNTY OF

Harris

) SS:

On this 23rd day of June, 1999, before me the subscriber, Joanna Pankey, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person L.Craig Carleton, to me personally known, who stated and acknowledged that he/she is the Assistant Treasurer of Southdown, Inc., a Louisiana corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this Memorandum of Lease for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this Memorandum of Lease as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal as of this 23rd day of June, 1999.



Joanna Pankey
Notary Signature

2-26-2002
My Commission Expires